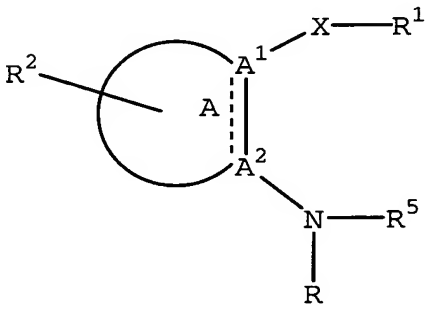
The listing of claims will replace all prior versions, and listings, of claims in the application:

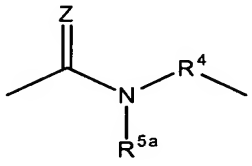
Listing of Claims

Claim 1 (currently amended): A compound of Formula I



I

wherein ring A is 3-pyridyl;

wherein X is  ;

wherein Z is oxygen or sulfur;

wherein R is selected from

a) substituted or unsubstituted 4-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, ~~oxox,~~ oxo, alkylaminoalkoxy, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C_{1-6}-alkoxy-C_{1-6}-alkoxy, C_{1-6}-alkoxy-C_{1-6}-alkoxy-C_{1-6}-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, C_{2-4}-alkylenyl, C_{2-4}-alkenylenyl and C_{2-4}-alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

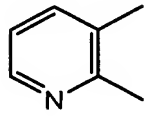
provided ~~A is not pyridyl when~~ X is <u>not</u> -C(O)NH- and when R^1 is 4-[3,5-bis(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when R^5 is methyl and when R is 4-methylpiperidyl;

further provided ~~A is not pyridyl when~~ X is <u>not</u> -C(O)NH-, when R^5 is H, when R^2 is 6-methyl and when R is indazolyl; and

further provided R is not unsubstituted 2-thienyl, unsubstituted 2-pyridyl or unsubstituted 3-pyridyl.

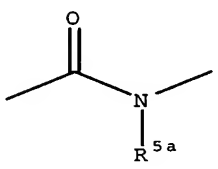
Claims 2- 9 (canceled).

Claim 10 (previously presented): Compound of Claim 1, wherein A is

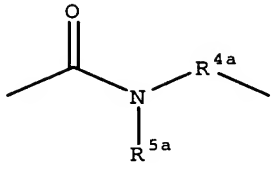


;

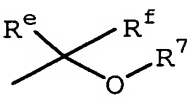
wherein X is selected from



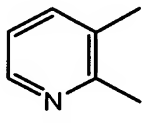
and



;

wherein R is selected from substituted or unsubstituted pyrazolyl, triazolyl, pyridyl, pyrimidinyl, and pyridazinyl, indazolyl, indolyl, isoindolyl, quinolinyl, isoquinolinyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinazolinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, hydroxy, C_{1-4}-alkyl, C_{1-2}-alkoxy, optionally substituted 4-6 membered heterocyclyl-C_{1-2}-alkoxy, amino, C_{1-2}-alkylamino, aminosulfonyl, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, C_{3-6}-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, nitro, C_{1-2}-alkylamino-C_{1-2}-alkoxy-C_{1-2}-alkoxy, cyano, C_{1-2}-alkylamino-C_{1-2}-alkoxy, C_{1-2}-alkylamino-C_{1-2}-alkyl, C_{1-2}-alkylamino-C_{2-3}-alkynyl, C_{1-2}-hydroxyalkyl, C_{1-2}-aminoalkyl, C_{1-2}-haloalkyl, optionally substituted 4-6 membered heterocyclyl-C_{2-3}-alkenyl, and optionally substituted 4-6 membered heterocyclyl-C_{2-3}-alkynyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C_{3-6}-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy; wherein R^2 is one or more substituents independently selected from H, halo, hydroxy, C_{1-2}-alkoxy, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, optionally substituted 4-6 membered heterocyclyl-

C_{1-2}-alkylamino, aminosulfonyl, C_{3-6}-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, C_{1-4}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is independently selected from H, C_{1-4}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-4}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkyl, optionally substituted C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^{4a} is C_{2-3}-alkylenyl where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^{4a} is optionally substituted with hydroxy; wherein R^5 is selected from H and C_{1-2}-alkyl; wherein R^{5a} is selected from H and C_{1-2}-alkyl; wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl, and pharmaceutically acceptable derivatives thereof.

Claim 11 (previously presented): Compound of Claim 10, wherein A is 

; wherein X is -C(O)-NH-; wherein R is selected from substituted or unsubstituted 4-pyridyl, 3-pyridyl, 2-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, optionally substituted (heterocyclyl-substituted phenyl), 5-indazolyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, indolyl, isoindolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, quinozalinyl, 4-isoquinolyl, 5-isoquinolyl, naphthyridinyl and 6-isoquinolyl; wherein substituted R is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; wherein R^1 is selected from substituted or unsubstituted phenyl, indanyl, tetrahydronaphthyl, naphthyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1,2,3,4-tetrahydro-isoquinolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl,

piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy) methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, nitro, propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl; and pharmaceutically acceptable derivatives thereof.

Claim 12-15 (canceled).

Claim 16 (original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

N-(4-Chlorophenyl)[2-(6-quinolylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(5-isoquinolylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(1H-indazol-5-ylamino)(3-pyridyl)]carboxamide;
N-(4-Chlorophenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
2-(1H-Indazol-6-ylamino)-N-(4-isopropyl-phenyl)nicotinamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(methylethyl)phenyl]carboxamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylpropyl)phenyl]carboxamide;
N-[4-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;
[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-[3-(tert-Butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(Benzotriazol-6-ylamino)(3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(3-phenylpyrazol-5-yl)carboxamide;

N-(4-Chloro-3-sulfamoylphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-methyl-2-oxo-1,2-dihydroquinol-7-yl)carboxamide;

N-[4-(Methylethyl)phenyl]{2-[(4-methyl-2-oxo(7-hydroquinolyl))amino](3-pyridyl)}carboxamide;

N-[5-(tert-Butyl)isoxazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[5-(tert-Butyl)-1-methylpyrazol-3-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)(1,3-thiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1,1,2,2,3,3,4,4,4-nonafluorobutyl)phenyl]carboxamide;

{2-[(1-Methyl(1H-indazol-6-yl))amino](3-pyridyl)}-N-[4-(methylethyl)phenyl]carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[(7-bromo(1H-indazol-6-yl))amino](3-pyridyl)}carboxamide;

2-(1*H*-Indazol-6-ylamino)-*N*-[4-*tert*-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-[5-(tert-Butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{6-[4-(trifluoromethyl)piperidyl](3-pyridyl)}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(1-oxo(7-2,3,4-trihydroisoquinolyl))carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethoxy)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-(4-{(1S)-1-[(Methylethyl)amino]ethyl}phenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(4-methylpiperazinyl)phenyl]carboxamide;

N-[4-(tert-Butyl)-2-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-{2-[2-(Dimethylamino)ethoxy]-5-(tert-butyl)phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-{3-[2-(Dimethylamino)ethoxy]phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-(3-Hydroxy-4-methoxyphenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-{3-[2-(Dimethylamino)ethoxy]-4-methoxyphenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-methoxy-3-(1-methyl(4-piperidyl)oxy)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolin-2-yl)carboxamide;

[2-({3-[2-(Dimethylamino)ethoxy](1H-indazol-6-yl)}amino)(3-pyridyl)]-N-[4-(tert-butyl)phenyl]carboxamide;

N-[3,3-Dimethyl-1-(4-piperidylmethyl)indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(4-phenoxy-phenyl)-nicotinamide;

[2-(1H-Indazol-5-ylamino)(3-pyridyl)]-N-(4-phenoxyphenyl)carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-(4-phenylphenyl)carboxamide;

[2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylsulfonyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(1-methyl(4-piperidyl))indolin-6-yl]carboxamide;

N-[3,3-Dimethyl-1-(1-methyl(4-piperidyl))indolin-6-yl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[3-(1-methyl(4-piperidyl))indol-5-yl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(trifluoromethyl)phenyl]carboxamide;

N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[5-(1-methyl(4-1,2,5,6-tetrahydropyridyl))-3-(trifluoromethyl)phenyl]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[4-(1-methyl(4-piperidyl))phenyl]carboxamide;

N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-butyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)-3-oxopropyl]phenyl}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{3-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[3-(4-methylpiperazinyl)propyl]phenyl}carboxamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-[1-(2-morpholin-4-ylethyl)indol-6-yl]carboxamide;

N-[4-(1,1-Dimethyl-3-morpholin-4-ylpropyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

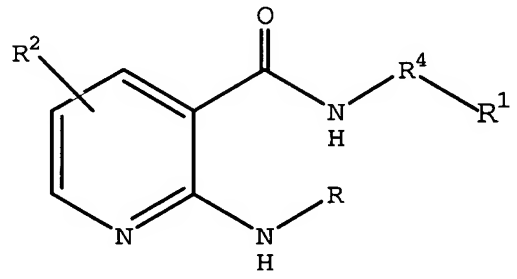
2-(1H-Indazol-6-ylamino)-N-(4-{2,2,2-trifluoro-1-[2-(2-methoxy-ethoxy)-ethoxy]-1-trifluoromethyl-ethyl}-phenyl)-nicotinamide;

[2-(1H-Indazol-6-ylamino)(3-pyridyl)]-N-{4-[2,2,2-trifluoro-1-(2-piperidylethoxy)-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-[4-(*tert*-Butyl)phenyl][6-fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide;

[6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[4-(methylethyl)phenyl]carboxamide;
[6-Fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide; and
{2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide.

Claim 17 (original): A compound of Claim 1 having Formula II



II

wherein R is selected from unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

wherein R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclylalkoxy, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

wherein R^1 is selected from unsubstituted or substituted

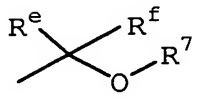
aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-

C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

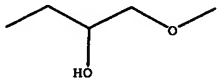
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

4-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 4-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ; and

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

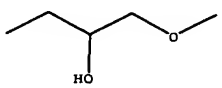
wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1.C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

and pharmaceutically acceptable derivatives thereof.

Claim 18 (original): Compound of Claim 17 wherein R is selected from indazolyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl,

thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl; and

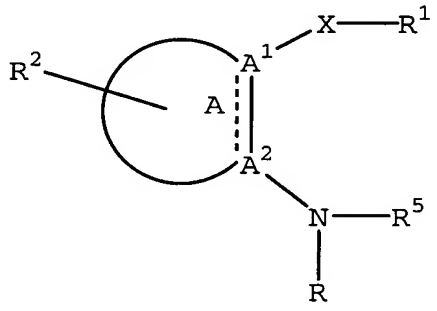
wherein R^4 is selected from a direct bond, ethyl, butyl, and 

; and pharmaceutically acceptable derivatives thereof.

Claim 19- 34 (canceled).

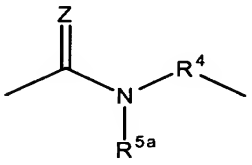
Claim 35 (currently amended): A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1, 10-11, ~~and~~ 16-18, and 43-52.

Claim 36 (withdrawn): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Formula I



I

wherein ring A is 3-pyridyl;

wherein X is  ;

wherein Z is oxygen or sulfur;

wherein R is selected from

a) substituted or unsubstituted 4-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C_{1-6}-alkoxy-C_{1-6}-alkoxy, C_{1-6}-alkoxy-C_{1-6}-alkoxy-C_{1-6}-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, C_{2-4}-alkylenyl, C_{2-4}-alkenylenyl and C_{2-4}-alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

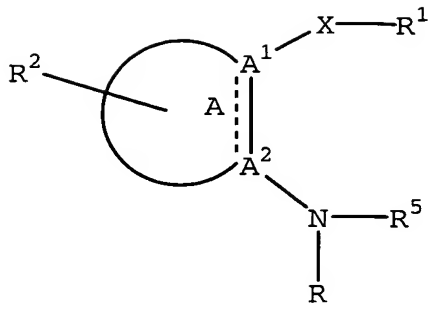
wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

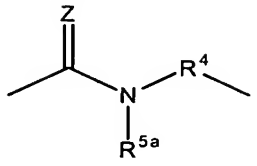
Claim 37 (withdrawn): The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

Claim 38 (withdrawn): A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I



I

wherein ring A is 3-pyridyl;

wherein X is  ;

wherein Z is oxygen or sulfur;

wherein R is selected from

a) substituted or unsubstituted 4-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally

substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C_{1-6}-alkoxy-C_{1-6}-alkoxy, C_{1-6}-alkoxy-C_{1-6}-alkoxy-C_{1-6}-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, C_{2-4}-alkylenyl, C_{2-4}-alkenylenyl and C_{2-4}-alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

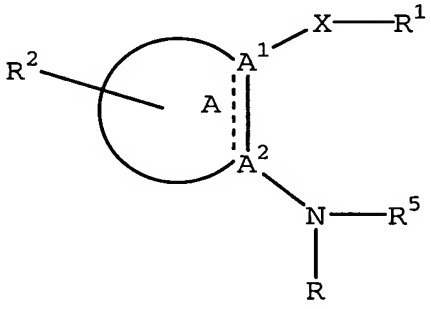
wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

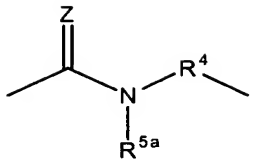
Claim 39 (canceled).

Claim 40 (withdrawn): A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



I

wherein ring A is 3-pyridyl;

wherein X is  ;

wherein Z is oxygen or sulfur;

wherein R is selected from

a) substituted or unsubstituted 4-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, C_{1-6}-alkoxy-C_{1-6}-alkoxy, C_{1-6}-alkoxy-C_{1-6}-alkoxy-C_{1-6}-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, C_{2-4}-alkylenyl, C_{2-4}-alkenylenyl and C_{2-4}-alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

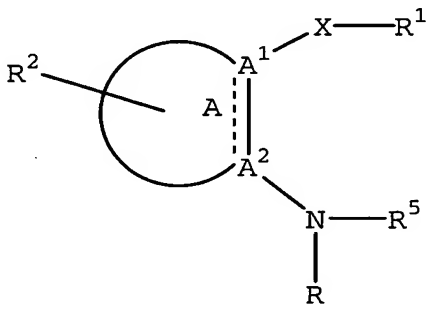
wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

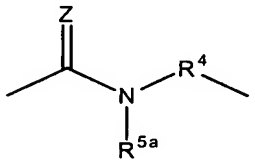
provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 41 (withdrawn): A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



I

wherein ring A is 3-pyridyl;

wherein X is  ;

wherein Z is oxygen or sulfur;

wherein R is selected from

a) substituted or unsubstituted 4-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-14-membered bicyclic or tricyclic heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, oxox, alkylaminoalkoxy, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1\text{-}C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^2, lower alkenyl substituted with R^2, and lower alkynyl substituted with R^2;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, $C_{1\text{-}6}$-alkoxy-$C_{1\text{-}6}$-alkoxy, $C_{1\text{-}6}$-alkoxy-$C_{1\text{-}6}$-alkoxy-$C_{1\text{-}6}$-alkoxy, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is selected from a direct bond, $C_{2\text{-}4}$-alkylenyl, $C_{2\text{-}4}$-alkenylenyl and $C_{2\text{-}4}$-alkynylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and optionally substituted lower aralkyl;

wherein R^{14} is selected from H, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and pharmaceutically acceptable derivatives thereof;

provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl.

Claim 42 (canceled).

Claim 43 (original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

2-(1H-Indazol-6-ylamino)-N-[3-(3-morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(3-piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-1l6-benzo[d]isothiazol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(5,5,8,8-tetramethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-isopropyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-nicotinamide;

N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[4-pentafluoroethyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(2-pyrrolidin-1-yl-ethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;

N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3-Bromo-5-trifluoromethyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;

2-(1H-Indazol-6-ylamino)-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;

N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;

N-(7-Acetyl-5,5-dimethyl-5,6,7,8-tetrahydro-naphthalen-2-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;

1-Boc-2-(2-tert-Butyl-5-{[2-(1H-indazol-6-ylamino)-pyridine-3-carbonyl]-amino}-phenoxymethyl)-pyrrolidine;

N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
N-(4-tert-Butyl-3-piperazin-1-yl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(4-propyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(4-isopropyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methylpyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;
N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(4-methyl-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(3-morpholin-4-ylmethyl-4-pentafluoroethyl-phenyl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-3-piperazin-1-ylmethyl-phenyl)-nicotinamide;
N-[4-tert-Butyl-3-(4-Boc-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(4-tert-Butyl-3-nitro-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-(3-Amino-4-tert-butyl-phenyl)-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(2-hydroxy-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[2-(2-morpholin-4-yl-ethyl)-1,2,3,4-tetrahydro-isoquinolin-7-yl]-nicotinamide;
N-[4-tert-Butyl-2-(4-methyl-piperazin-1-yl)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(2-oxo-4-trifluoromethyl-2H-chromen-7-yl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-[3-(1-methyl-1,2,3,6-tetrahydro-pyridin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(1H-indol-7-yl)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;
N-[4-tert-Butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide;
2-(1H-Indazol-6-ylamino)-N-(3-piperazin-1-ylmethyl-5-trifluoromethyl-phenyl)-nicotinamide; and
N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 44 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4-chlorophenyl)[2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 45 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[5-(tert-butyl)-2-methoxyphenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 46 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-(tert-butyl)-3-(4-methylpiperazinyl)phenyl][2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 47 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-(*tert*-butyl)phenyl][6-fluoro-2-(1H-indazol-6-ylamino)(3-pyridyl)]carboxamide.

Claim 48 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4,4-dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 49 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-tert-butyl-3-(2-morpholin-4-yl-ethylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 50 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-[4-tert-butyl-3-(piperidin-4-ylamino)-phenyl]-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 51 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is N-(4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(1H-indazol-6-ylamino)-nicotinamide.

Claim 52 (previously presented): Compound of Claim 1 and pharmaceutically acceptable salts thereof wherein said compound is 2-(2-oxo-2,3-dihydro-1H-benzoimidazol-5-ylamino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide.